

ITEL

January 15, 1986

RECORDATION NO. 9756

Filed 1425

W
IteI Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

FEB 05 1986 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, DC 20423

10.00 filing fee

Dear Mr. Bayne:

Pursuant to 49 USC Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of IteI Rail Corporation, for filing and recordation under the Lease Agreement dated as of April 26, 1978 between IteI Corporation, Rail Division, as predecessor in interest to IteI Rail Corporation, and East Camden and Highland Railroad Company which was filed with the ICC on October 11, 1978 and given ICC Recordation No. 9756, four (4) counterparts of the following document:

Amendment No. 14

Thank this will be 9756-W
The name and address of the party to the aforementioned is:

1. IteI Rail Corporation (Lessor)
55 Francisco Street, 5th floor
San Francisco, California 94133
2. East Camden and Highland Railroad Co. (Lessee)
P.O. Box 3180
East Camden, Arkansas 71701

No.

Date

Fee \$

6-036 A02

1986

10.00

I have typed to G. H. Hannon
The equipment covered by this Amendment is ninety-five (95) sixty-foot, general purpose, XP boxcars bearing reporting marks *within the series* EACH 4001-4100 (n.s.), forty-nine (49) sixty-foot, general purpose, XM boxcars bearing reporting marks *within the series* EACH 4101-4150 (n.s.) and fifty (50) boxcars bearing reporting marks EACH 2110-2161.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. Please retain one (1) counterpart for your files and return the remaining three (3) counterparts to the bearer of this document.

Sincerely,

Denise M. Bottarini

Denise M. Bottarini
Senior Legal Assistant

DMB:ps
Enclosures

cc: Robert S. Clark
J. Michael Kelly
Ginnv Hanger

12/03/85

RECORDATION NO. 9756-2 FILED 1425

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AMENDMENT NO. 14

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 14 (the "Amendment") to that certain Lease Agreement, as amended, (the "Agreement") made as of April 26, 1978, between Itel Corporation, Rail Division and **EAST CAMDEN AND HIGHLAND RAILROAD COMPANY** ("Lessee") is made as of the 20th day of December, 1985, by and between **ITEL RAIL CORPORATION**, as successor in interest to Itel Corporation, Rail Division ("Itel Rail") and Lessee.

RECITALS

- A. Itel Rail and Lessee are parties to the Agreement, pursuant to which four hundred ninety-four (494) boxcars bearing the reporting marks EACH 2001-2200, EACH 2351-2500, EACH 4001-4150 (the "Cars") have been leased and delivered by Itel Rail to Lessee.
- B. The Car bearing the reporting mark EACH 4072 was destroyed on October 22, 1985.
- C. With Itel Rail's consent, Lessee entered into a sublease agreement (the "Sublease") with North Louisiana and Gulf Railroad Company ("Sublessee") dated as of September 24, 1984, for thirty (30) Cars bearing reporting marks within the series EACH 4001-4100, for a period of time to improve the utilization of and revenue from them.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, the parties amend the Agreement as follows:


- 1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
- 2. Equipment Schedule No. 8.C., attached to and incorporated into the Agreement, shall be replaced in its entirety by Equipment Schedule No. 8.D., attached hereto.
- 3. Itel Rail consents to Lessee's adding to the Sublease fifty (50) Cars bearing reporting marks within the series EACH 2110-2161 (such Cars, together with those Cars currently subject to the Sublease, shall be called the "Boxcar(s)") subject to the conditions and provisions of the Agreement.

4. With respect to the Boxcars bearing reporting marks within the series EACH 2110-2161 only, Section No. 5 of Amendment No. 11 shall be amended to read:

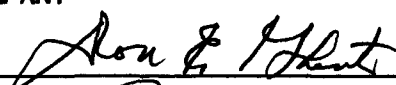
"5. The initial remarking, final remarking and return of the Boxcars pursuant to the Sublease shall be at Lessor's expense. Itel Rail shall be responsible for all transportation costs related to the initial delivery of the Boxcars to Sublessee's line. Concurrent with any restencilling at the commencement, expiration or early termination of the Sublease, Lessee shall provide Itel Rail with a Certificate of Remarking (in the form of Exhibit A attached hereto) specifying the previous and current reporting marks for each Boxcar remarked pursuant to the Sublease. Such Certificate of Remarking shall become attached to and incorporated into this Amendment."

5. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to all of the Cars subject to the Agreement, including the Boxcars.
6. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

By: 
Title: President
Date: 12-20-85

**EAST CAMDEN AND HIGHLAND RAILROAD
COMPANY**

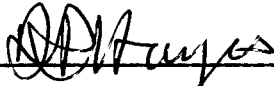
By: 
Title: President
Date: 12-9-85

EQUIPMENT SCHEDULE NO. 8.D.

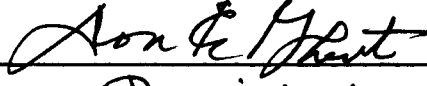
Itel Rail Corporation hereby leases the following Cars to East Camden and Highland Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of April 26, 1978.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Height	Doors Width	N c Ca
				Inside Width	Width			
XP	60' General Purpose, Boxcar, Plate C, End of Car Cushioning, Nailable Steel Floors, 100 Ton Trucks	EACH 4001-4005, 4007-4061, 4063-4071, 4073-4077, 4079-4085, 4087-4100	60'10"	9'6"		11'0"	12' Plug	
XM	60' General Purpose, Boxcar, Plate C, End of Car Cushioning, Nailable Steel Floors, 100 Ton Trucks	EACH 4101-4104, 4106-4150	60'10"	9'6"		11'0"	12' Plug	

ITEL RAIL CORPORATION

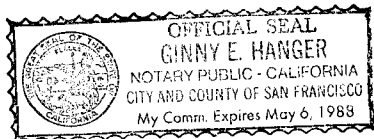
By: 
Title: President
Date: 12-20-85

EAST CAMDEN AND HIGHLAND
RAILROAD COMPANY

By: 
Title: President
Date: 12-9-85

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 20th day of December, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 8.D. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF ARKANSAS)
) ss:
COUNTY OF OUACHITA)

On this 9TH day of DECEMBER, 1985, before me personally appeared DON E. GHENT, to me personally known, who being by me duly sworn says that such person is PRESIDENT of East Camden and Highland Railroad Company, that the foregoing Equipment Schedule No. 8.D. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires Nov. 23, 1982
Sarah L. Derrick
Notary Public